

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Genesis Global Holdco, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10063 (SHL)

GENESIS GLOBAL CAPITAL, LLC,

Plaintiff,

v.

GEMINI TRUST COMPANY, LLC,
individually and as agent on
behalf of the Earn Users, and
EARN USERS 1-232,824

Defendants.

Adv. Pro. No. 23-01203 (SHL)

STIPULATION AND PROPOSED ORDER OF DISMISSAL

WHEREAS, on January 19, 2023 (the “Petition Date”), Genesis Global Holdco, LLC (“Holdco”) and its debtor affiliates, as debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”) with the United States Bankruptcy Court for the Southern District of New York (the “Court”).

WHEREAS, on November 21, 2023, Genesis Global Capital, LCC filed an Adversary Complaint against Gemini Trust Company, LLC (“Gemini”) and Earn Users 1 through 232,824

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s tax identification number (as applicable), are: Genesis Global Holdco, LLC (8219); Genesis Global Capital, LLC (8564); Genesis Asia Pacific Pte. Ltd. (2164R). For the purpose of these Chapter 11 Cases, the service address for the Debtors is 175 Greenwich Street, 38th Floor, New York, NY 10007.

(Adv. Pro. ECF No. 1) commencing the above-captioned adversary proceeding (the “Adversary Proceeding”).

WHEREAS, on March 19, 2024, the Debtors filed the *Debtors’ Motion for Entry of an Order Approving a Settlement Agreement Among the Debtors, Gemini Trust Company, LLC, the Ad Hoc Group of Genesis Lenders, and the Official Committee of Unsecured Creditors*, ECF No. 1499 (the “Settlement Motion”) seeking this Court’s approval of a settlement agreement between the Debtors, Gemini, the Ad Hoc Group of Genesis Lenders, and the Committee (the “Settlement Agreement”).²

WHEREAS, on April 15, 2024, the Debtors filed the *Notice of Revised Proposed Order Approving Settlement Agreement Among The Debtors, Gemini Trust Company, LLC, the Ad Hoc Group of Genesis Lenders and the Official Committee of Unsecured Creditors* (ECF No. 1582) incorporating certain additional changes arising from discussions with counsel for Gemini, the Ad Hoc Group of Genesis Lenders, and the Committee.

WHEREAS, the Court granted the Settlement Motion and approved the Settlement Agreement on the record during the April 16, 2024 hearing.

WHEREAS, on April 19, 2024, the Court entered the *Order Approving Settlement Agreement Among the Debtors, Gemini Trust Company, LLC, the Ad Hoc Group of Genesis Lenders and the Official Committee of Unsecured Creditors* (ECF No. 1598) (the “Settlement Approval Order”).

NOW, THEREFORE, SUBJECT TO THE COURT’S APPROVAL HEREOF, IT IS HEREBY STIPULATED, ORDERED AND AGREED THAT:

² Capitalized terms used but not defined herein shall have the meanings given to them in the Settlement Agreement.

1. In accordance with Section 2.8 of the Settlement Agreement and Paragraph 6 of the Settlement Approval Order, and pursuant to Federal Rule of Civil Procedure 41(a)(1)(A)(ii) (made applicable to this Adversary Proceeding by Federal Rule of Bankruptcy Procedure 7041), the Debtors and Gemini, by and through their undersigned counsel, stipulate that the Adversary Proceeding, and all of the claims and counterclaims asserted therein, is fully resolved by the Settlement Agreement and hereby dismissed with prejudice.

2. The parties shall bear their own attorneys' fees and costs arising from or related to the Adversary Proceeding.

3. The Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Adversary Proceeding or the implementation, interpretation or enforcement of this stipulation.

[Remainder of page intentionally left blank]

SO STIPULATED:

Dated: May 13, 2024
New York, New York

/s/ Anson B. Frelinghuysen

Daniel I. Forman
WILLKIE FARR & GALLAGHER LLP
787 Seventh Avenue
New York, New York 10019
Telephone: (212) 728-8000
Facsimile: (212) 728-8111

-and-

Mark T. Stancil (admitted pro hac vice)
Donald Burke (admitted pro hac vice)
WILLKIE FARR & GALLAGHER LLP
1875 K Street, N.W.
Washington, DC 20006
Telephone: (202) 303-1000
Facsimile: (202) 303-2000

Anson B. Frelinghuysen
Carl W. Mills
HUGHES HUBBARD & REED LLP
One Battery Park Plaza
New York, New York 10004
Telephone: (212) 837-6000

Counsel to Gemini Trust Company, LLC

/s/ Luke A. Barefoot

Sean A. O'Neal
Luke A. Barefoot
Jane VanLare
Thomas S. Kessler
Andrew Weaver
CLEARY GOTTlieb STEEN &
HAMILTON LLP
One Liberty Plaza
New York, New York 10006
Telephone: (212) 225-2000
Facsimile: (212) 225-3999

*Counsel to the Debtors
and Debtors-in-Possession*

SO ORDERED:

Dated: May _____, 2024
White Plains, New York

THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE